



DONELAN CLEARY  
WOOD & MASER, P.C.

RECORDATION NO. 21096-A FILED

DEC 22 '98

2-46 PM

December 22, 1998

Recordation No. 21096-A

Dear Mr. Williams:

On behalf of Flex Leasing I, LLC, I submit for filing and recording under 49 U.S.C. § 11301(a) and the regulations applicable thereunder, executed counterparts of a secondary document, not previously recorded, entitled Memorandum of Full Assignment of Lease ("Full Assignment").

The parties to the enclosed Full Assignment are:

Flex Leasing Corporation  
Suite 300  
234 Front Street  
San Francisco, CA 94111

- ASSIGNOR/LESSOR

Flex Leasing I, LLC  
Suite 300  
234 Front Street  
San Francisco, CA 94111

- ASSIGNEE/SUCCESSOR  
LESSOR

The said Full Assignment, among other things, acts to assign from the Assignor to the Assignee all of Assignor's right, title and interest in the said lease as to all the units of equipment covered therein and thereby.

The equipment covered by the Full Assignment is all equipment covered in the said lease.

A short summary of the Full Assignment to appear in the Surface Transportation Board Index is as follows:

"Assigns all units in lease."

Please enter under this Recordation No. the following cross index reference:

"See Recordation No. 21888."

Enclosed is a check in the amount of fifty-two dollars (\$52.00) in payment of the filing fee (\$26.00) and the cross indexing fee (\$26.00).

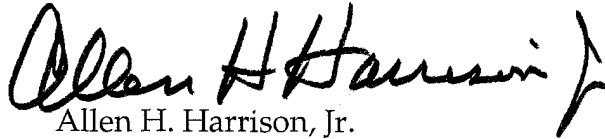
ATTORNEYS AND COUNSELORS AT LAW

1100 New York Avenue, Suite 750, N.W., Washington, D.C. 20005-3934, Tel: 202-371-9500, Fax: 202-371-0900

*Counterparts - A. H. Hanner*

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter/fee receipt from the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

A handwritten signature in black ink, appearing to read "Allen H. Harrison, Jr.", with a stylized flourish at the end.

Allen H. Harrison, Jr.  
*Attorney for Flex Leasing  
I, LLC, for the purpose  
of this filing.*

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423  
Enclosures

BY HAND

8207-020

DEC 22 '98

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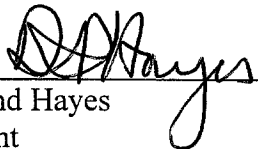
## MEMORANDUM OF FULL ASSIGNMENT OF LEASE

**FLEX LEASING CORPORATION** filed (i) that certain Memorandum of Lease with (a) the Surface Transportation Board, Recordation No. 21096, on December 19, 1997 at 3:07 p.m. and (b) the Registrar General of Canada on the \_\_\_ day of \_\_\_\_\_, 1997 at \_\_\_, relating to the lease described below:

That certain lease (the "Lease") dated as of April 1, 1997, between **FLEX LEASING CORPORATION**, a Delaware corporation ("Flex"), having its chief executive office at 234 Front Street, Suite 300, San Francisco, California 94111, and **COOPER NATURAL RESOURCES, INC.**, a Missouri corporation ("Lessee"), having its chief executive office at Ozark Division, PO Box 1447, Seagraves, Texas 79359.

On December 22, 1998, Flex assigned all of its right, title and interest in, to and arising under the Lease and all equipment leased thereunder to **FLEX LEASING I, LLC**, a Delaware limited liability company ("Lessor") having its chief executive office at 234 Front Street, Suite 300, San Francisco, California 94111.

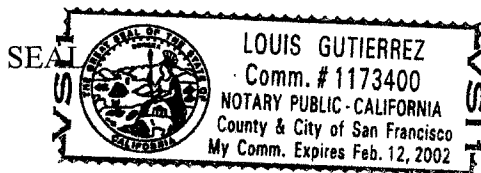
**FLEX LEASING I, LLC**

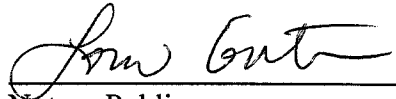
  
Desmond Hayes  
President

STATE OF CA )  
COUNTY OF SF ) ss:

On this 18 day of December, 1998, personally came before me, Desmond P. Hayes, who, being by me duly sworn, says he is President of Flex Leasing I, LLC and that said writing was signed on the date hereof by him on behalf of said corporation by its authority duly given. And the said President acknowledged the said writing to be the act and deed of said corporation.

Witness my hand and notarial seal this 18 day of December, 1998.



  
Notary Public  
My Commission Expires: 2/12/2002